

IN RE:	§	CASE NO.	08-42773-BTR-11
TWL CORPORATION,	§	Chapter 11	
	§		
DEBTOR.	§		
_____	§		
IN RE:	§		
TWL KNOWLEDGE GROUP, INC.,	§	CASE NO.	08-42774-BTR-11
	§	Chapter 11	
DEBTOR.	§		

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

I.

1. These cases were commenced by the filing of Voluntary Bankruptcy Petitions for relief under chapter 11 of the Bankruptcy Code on October 19, 2008 (the “Petition Date”) in the United States Bankruptcy Court for the Eastern District of Texas, Sherman Division (the “Bankruptcy Court”).

2. The Debtors operate their businesses and manage their affairs as Debtors-in-Possession pursuant to Bankruptcy Code Sections 1107 and 1108.

3. This Court has jurisdiction of this matter pursuant to 28 U.S.C. § 1334. Venue is proper in this Court pursuant to 28 U.S.C. § 1409.

4. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

II.

Background

5. TWL Corporation is a publicly traded corporation and the upstream equity owner of TWL Knowledge Group, Inc. TWLK is the primary operating entity.

6. Pursuant to Bankruptcy Rule 1015(b), the Debtors request that this Court enter an order providing for the joint administration of the above-reference cases for procedural purposes only. The proposed jointly administered case should be under the case called TWL Corporation, with the number assigned to that case.

7. At the second debt level both debtors have identical creditors consisting of Laurus Master Fund, and Trinity Investment, GP.

8. The joint administration of the cases, including the combining of notices to creditors of the respective estates, as well as holding joint hearings, will promote economical, efficient, and convenient administration of the estates. Further, the burden on the United States Trustee will be eased as supervision of the administrative aspects of the cases will be simplified.

9. The rights of the respective creditors of each of the estates will not be adversely affected by the joint administration since the relief sought is purely procedural and is no way

intended to affect substantive rights. Each creditor will be entitled to file a proof of claim against a particular estate.

10. No substantive consolidation is sought by this Motion.

11. No administrative or scheduling orders have been previously entered in these cases thus no such orders will require modification if this Motion is granted. Mailing lists in each of the cases will be consolidated for future noticing requirements.

12. Pursuant to Local Bankruptcy Rule 9013(f), this Motion has been served upon the Debtors, the United States Trustee for the Eastern District of Texas, secured creditors of the Debtors. The twenty largest unsecured creditors of the Debtors, could not be served at the time of filing due to a lock out at the Debtors' business premises which prevents them from accessing records to identify the largest unsecured creditors.

III.

Relief Requested

13. Pursuant to Bankruptcy Rule 1015(b), the Debtors request that this Court enter an order providing for the joint administration of the above-reference cases under the case called TWL Corporation, with the number assigned to that case.

WHEREFORE, the Debtors respectfully pray that this Court grant the relief requested herein, and such other relief to which they may be justly entitled.

Respectfully submitted,

/s/J. Mark Chevallier (10/20/08)

J. Mark Chevallier

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**PROPOSED ATTORNEYS FOR TWL
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CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the foregoing pleading was served electronically and/or depositing in the United States Mail, postage prepaid, or as otherwise indicated, on the 20th day of October, 2008 on the following:

ATTACHED SERVICE LIST

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